

FANGDD NETWORK GROUP LTD.

*An exempted company with limited liability incorporated in the Cayman Islands
(Nasdaq: DUO)*

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

To Be Held on September 15, 2023

NOTICE IS HEREBY GIVEN, THAT an extraordinary general meeting (the “**EGM**”) of Fangdd Network Group Ltd. (the “**Company**”) will be held at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, People’s Republic of China on September 15, 2023 at 10:00 am (Beijing time), for the purposes of considering and, if thought fit, passing the following resolution (the “**Proposed Resolution**”):

AS AN ORDINARY RESOLUTION, THAT the authorized share capital of the Company be increased from US\$5,000 divided into 50,000,000,000 shares comprising of (i) 39,750,000,000 Class A ordinary shares of a par value of US\$0.0000001 each (“**Class A Ordinary Shares**”), (ii) 10,000,000,000 Class B ordinary shares of a par value of US\$0.0000001 each (“**Class B Ordinary Shares**”), (iii) 23,310,000 Class C ordinary shares of a par value of US\$0.0000001 each (“**Class C Ordinary Shares**”), and (iv) 226,690,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the board of directors (the “**Board**”) may determine in accordance with Article 9 of the currently effective articles of association of the Company (the “**Articles**”) to US\$3,000,000 divided into 30,000,000,000,000 shares comprising of (i) 24,998,384,581,640 Class A Ordinary Shares of a par value of US\$0.0000001 each, (ii) 490,418,360 Class B Ordinary Shares of a par value of US\$0.0000001 each, (iii) 1,125,000,000 Class C Ordinary Shares of a par value of US\$0.0000001 each, and (iv) 5,000,000,000,000 shares of a par value of US\$0.0000001 each of such class or classes (however designated) as the Board may determine in accordance with Article 9 of the Articles, by creating an additional (i) 24,958,634,581,640 Class A Ordinary Shares, (ii) 1,101,690,000 Class C Ordinary Shares, and (iii) 4,999,773,310,000 shares of such class or classes (however designated), and decreasing 9,509,581,640 shares of Class B Ordinary Shares as the Board may determine in accordance with Article 9 of the Articles.

Holders of Ordinary Shares Entitled to Vote; the Ordinary Shares Record Date

Holders of record of our Class A Ordinary Shares, Class B Ordinary Shares and Class C Ordinary Shares (collectively, the “**Ordinary Shares**”) as of the *close of business, Beijing time, on August 4, 2023* (the “**Ordinary Share Record Date**”) are entitled to attend and vote at the EGM and any adjournment or postponement thereof.

Holders of record of Ordinary Shares registered on our register of members as of the Ordinary Share Record Date may either (1) attend the EGM in person to vote or (2) return a properly dated and executed proxy card by e-mail to ir@fangdd.com, or by mail or by hand to us at Room 4106, Building 12B1, Shenzhen Bay Ecological Technology Park, Nanshan District, Shenzhen, 518067, People’s Republic of China, which should be received by *no later than 10:00 a.m., Beijing time, on September 13, 2023*.

Holders of ADSs Entitled to Vote; ADS Record Date

Holders of record of American depositary shares (the “**ADSs**”) as of the *close of business, New York time, on August 4, 2023* (the “**ADS Record Date**”), who wish to exercise their voting rights for the underlying Class A Ordinary Shares will be able to directly instruct The Bank of New York Mellon, the depositary of the ADSs (the “**Depositary**”), whether ADSs are held directly by holders on the books and records of the Depositary or indirectly through a bank, brokerage or other securities intermediary if the ADSs are held by any of them on behalf of holders, as to how to vote the Class A Ordinary Shares represented by such ADSs at the EGM. Please be aware that, because of the difference between Beijing time and New York time, if a holder of ADSs cancels his or her ADSs in exchange for Class A Ordinary Shares on August 4, 2023, New York time, such holder of ADSs will not be able to instruct the Depositary as to how to vote the Class A Ordinary Shares represented by the cancelled ADSs as described above, and will also not be a holder of those Class A Ordinary Shares as of the Ordinary Share Record Date applicable to holders of Ordinary Shares for the purpose of determining the eligibility to attend and vote at the EGM.

Holders of ADSs who wish to exercise their voting rights for the underlying Class A Ordinary Shares must act through the Depositary by submitting a voting instruction card to the Depositary. We have instructed the Depositary to disseminate to ADS holders a voting instruction card which would include instructions as to voting by ADS holders and a notice of meeting providing to ADS holders information with regard to the EGM on or about August 16, 2023. If you wish to have the Depositary vote the Class A Ordinary Shares represented by your ADSs, you will need to execute and timely forward to the Depositary, or to your bank, brokerage or other securities intermediary, as the case may be, the voting instruction card sent to you by the Depositary in accordance with the instructions provided by the Depositary. The voting instruction card should be executed in such a manner to show clearly how you wish to vote in regard to each matter to be considered at the EGM.

Upon the timely receipt of a properly completed ADS voting instruction card by the Depositary, will endeavor, to the extent practicable, to vote or cause to be voted at the EGM the number of Class A Ordinary Shares represented by the ADSs evidenced by American depositary receipts related to those ADSs, in accordance with the instructions set forth in the voting instruction card. As the holder of record for all the Class A Ordinary Shares represented by the ADSs, only the Depositary may vote those Class A Ordinary Shares at the EGM. Holders of ADSs may attend, but may not vote at, such meeting.

If (1) the ADS voting instruction card is signed but is missing voting instructions, (2) the ADS voting instruction card is improperly completed or (3) no ADS voting instruction card is received by the Depositary from a holder of ADSs prior to 12:00 p.m., New York Time, on September 7, 2023, the Depositary will deem such holder of ADSs to have instructed it to give a proxy to a person designated by the Company.

Information for Attending the EGM in Person

Holders of record of Ordinary Shares registered on our register of members as of the Ordinary Share Record Date may attend the EGM with valid proof of identification.

Holders of ADSs on the ADS Record Date may attend the EGM with valid proof of identification and ADS ownership as of the ADS Record Date. Those who hold ADSs indirectly through a brokerage firm, bank or other financial institution should contact their brokerage firm, bank or other financial institution for a letter or brokerage statement confirming their ADS ownership as of such date to bring along with valid proof of identification to the EGM.

We encourage shareholders and ADS holders planning to attend the EGM in person to pre-register by sending an email to ir@fangdd.com.

By Order of the Board of Directors,

Fangdd Network Group Ltd.

By: _____

Name: Xi Zeng

Title: Chairman of the Board of Directors

Shenzhen, China
August 4, 2023